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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF OREGON

In re)	Case No. 14-61510-fra11
)	
Michael E. Noonan)	DEBTORS' MOTION FOR ENTRY OF INTERIM
Karin M. Noonan,)	AND FINAL ORDERS AUTHORIZING USE OF
)	CASH COLLATERAL
Debtors-in-Possession.)	Expedited Hearing Requested

Pursuant to Section 363(c) of Title 11 of the United States Code (the "Bankruptcy Code"), Rule 4001 (b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and LBR 4001-2, Michael E. and Karin M. Noonan (the "Debtors") move this Court for (a) entry of an Interim Order Authorizing Use of Cash Collateral and Granting Adequate Protection; and, (b) after final hearing held pursuant to Bankruptcy Rule 4001(b)(2), entry of a final order authorizing the Debtors to use cash collateral during the pendency of this Chapter 11 case.

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CONCISE STATEMENT PURSUANT TO BANKRUPTCY RULE 401(b)(1)(B)

1. Pursuant to Bankruptcy Rule 4001(b)(1)(B), the Debtors seek authorization to use cash collateral for working capital and other general business purposes until a plan is confirmed and becomes effective but with use limited to Debtors' dairy operations and production and harvesting of Debtors' growing crops of alfalfa and grass hay, including a reasonable allocation of Debtors' overhead to those business activities. Debtors intend to grow barley (5,000 acres) and potatoes (400 acres), but do not at this time seek authority to use cash collateral for the 2014 potatoes or barley. Instead, Debtors will fund those two crops with DIP financing (if available), which may include crop advances from the prospective buyers of the potatoes and barley. Existing cash collateral is insufficient to provide funding for the 2014 crops of potatoes and/or barley. After final hearing on this Motion, Debtors seek approval to use \$1,279,480.76 of cash collateral in accordance with the cash collateral budget attached hereto as **Exhibit 1** (the "Interim Budget") for the period of time through August 31, 2014, and reserve the right to seek extensions after appropriate notice and hearing. Pending final hearing, Debtors request that the Court conduct a preliminary hearing on this motion and to authorize them to use up to \$174,875.56 of cash collateral on an interim basis (through May 10, 2014) in accordance with the Interim Budget to fund expenditures to ensure that Debtors are able to continue business as usual, and thereby avoid immediate and irreparable harm to the bankruptcy estate. The Interim Budget includes 100% of Debtors' overhead for the first three weeks to preserve the business entity as a going concern while DIP financing is being sought.

2. The creditors who may claim an interest in the cash collateral are as follows: Rabo Agrifinance, Inc. ("RAF"); Cooperative Regions of Organic Producer Pools (Debtors believe this creditor's claim is subject to offset(s) which exceed amount of claim); Zupan

Farm Partnership; and the Internal Revenue Service (claim of lien is disputed for failure to file a notice of lien as of the Petition Date); the Oregon Department of Revenue (claim of lien is disputed for failure to file notice of lien as of the Petition Date).

3. The adequate protection being offered to these creditors for the Debtors' use of cash collateral is (1) replacement liens on the Debtors' postpetition personal property (each a "Replacement Lien" and collectively the "Replacement Liens"), in each instance limited to the same kinds or categories of property that such creditor had a lien on or security interest in as of the Petition Date, with the Replacement Liens to have the same relative priorities vis-à-vis each other as the prepetition liens and security interests have to each other, and (2) to the extent a Replacement Lien proves to be inadequate to protect against diminution in the value of a creditor's interest in the Debtors' prepetition property resulting from Debtors' postpetition use of cash collateral, such creditor will be entitled to an allowed administrative expense claim under Section 503(b) of the Bankruptcy Code that will have super priority as provided in Section 507(b) of the Bankruptcy Code and will be secured by an additional perfected lien on all property of the estate (real and personal, tangible and intangible), whenever acquired or arising, but excluding those claims and causes of action of the estate arising under Chapter 5 of the Bankruptcy Code, subject only to (A) any and all validly perfected security interests and liens existing as of the Petition Date, (B) the Replacement Liens, and (C) any liens on property of the estate granted hereafter during the course of the case under Section 364(d) of the Bankruptcy Code to a DIP lender.

JURISDICTION

4. This Court has jurisdiction over this case under 28 USC §§ 157 and 1334.

Venue of this case is properly in this District under 28 USC §§ 1408 and 1409. This matter

is a core proceeding under 28 USC§ 157(b)(2)(M). The statutory predicates for the relief requested are Sections 105(a) and 363 of the Bankruptcy Code.

BACKGROUND

5. On April 23, 2014 (the "Petition Date"), the Debtors filed a voluntary petition under Chapter 11 of the Bankruptcy Code. Pursuant to §§ 1107 and 1108 the Debtors continue to operate their dairy operations and manage Debtors' property as debtors-in-possession. No trustee or examiner has been requested or appointed in this case.

6. The Debtors are recognized leaders in organic farming and during 2014 anticipate producing organic crops of potatoes, barley, grass hay and alfalfa. The Debtors also operate an organic dairy and are well known for producing high quality milk products. The manure generated from the dairy operations is used to fertilize the various organic crops grown by Debtors. Debtors started their dairy operations in 2007 and commenced milking cows in 2009 under the name of Springlake Dairy LLC which Debtors started initially as a method of obtaining organic fertilizer for Debtors' crops. The Debtors' principal source of income is from the production and sale of crops and production and sale of milk. The milk is shipped to a cooperative (Farmers Cooperative Creamery and to Cooperative Regions of Organic Producer Pools) which process and sell the resulting milk products. Debtors produce approximately 335,000 pounds of whole milk per month which generates a gross annual income of approximately \$1,100,000 from the dairy operations. Prior to filing, Springlake Dairy LLC was dissolved and the Debtors individually became the owners of all assets and assumed all liabilities of the former Springlake Dairy LLC. The Debtors also are the sole shareholders of Noonan Farms Trucking, Inc. whose operations have been terminated. Noonan Farms Trucking, Inc. has no significant assets, and due to a significant amount of liabilities, Noonan Farms Trucking, Inc. is clearly insolvent.

7. The Debtors currently employ approximately 10 employees in connection with the dairy operations. Debtors' dairy herd consists of approximately 340 milk producing cows, 50 dry cows, 30 - 40 heifers and approximately 75 calves. The Debtors' dairy operations are conducted at a single location located in Klamath County, Oregon. Debtors have presently growing crops of alfalfa (2,191 acres) and grass hay (270 acres).

8. The Debtors' primary secured lender is RAF. As of the Petition Date, the amounts owed to RAF consist of and include the following loan obligations:

Description	Amount
Principal	\$11,000,000.00
Accrued Interest	\$112,883.02
Advanced Amount	\$10,101.50
Interest on Advanced Amount (As of April 10, 2014)	\$1,013.53
TOTAL:	\$11,123,998.05

The per diem interest rate on the loan obligations after April 10, 2014 is \$1,078.05.

9. Rabo asserts that Rabo's claim against the Debtors as set forth above is secured by one or more valid, enforceable, and properly perfected first priority security interests all of the Debtors' assets, including real property, inventory, chattel paper, accounts, equipment and general intangibles, and in all cash and noncash proceeds of such property.

10. Some suppliers and vendors of the Debtors may also assert agricultural services, producers', or other statutory liens against property of the Debtors. In seeking the relief requested herein, the Debtors do not intend to alter, modify, or impair the rights of any statutory lien claimant. Below is a list of other potential Lien Claimants, the alleged basis of their potential liens and a description of their potential collateral:

Creditor Name and Address	Instrument & Recording Date	Collateral Description
Cooperative Regions of Organic Producer Pools One Organic Way La Farge, WI 54639	UCC 07/03/13 - 89774769 07/03/13 - 89774714	Precautionary. Debtors believe that the collateral described in the financing statements (2013 crops), no longer exists, nor are any proceeds in existence.
Cooperative Regions of Organic Producer Pools One Organic Way La Farge, WI 54639	UCC 04/29/13 - 89710121	Precautionary. Debtors believe that the collateral described in the financing statements (2013 crops), no longer exists, nor are any proceeds in existence.
Cooperative Regions of Organic Producer Pools One Organic Way La Farge, WI 54639	UCC 04/11/14 - 90024223	All feed supplied by claimant and all products and proceeds thereof, including, without limitation, all cattle, calves, milk and other dairy products grown in the year 2014 upon or currently located at the following described farmland, range, ranch, orchard land Dairy property and pastures owned or operated by Springlake Dairy LLC on or near 12080 Homedale Road, Klamath Falls, OR
Zupan Farm Partnership 9230 Hopedale Ct. Portland, OR 97229	UCC 04/04/05 - 6875481 03/29/10 - 6875481-1 05/23/12 - 6875481-2	Blanket lien on Debtors' assets, including real property, inventory, chattel paper, accounts, equipment and general intangibles, and in all cash and noncash proceeds of such property. (Precautionary. Debtors believe secured creditor only is entitled to assert security interest in real estate.)

11. The term "Cash Collateral" means cash collateral as defined in Section 363(a) of the Bankruptcy Code and includes, without limitation, all checks, receipts, payments, proceeds, products, offspring, rents, or profits arising from the prepetition or postpetition use, lease, sale, or disposition of the Debtors' assets.

12. The Debtors require the use of Cash Collateral to operate and maintain the going concern value of Debtors' dairy operations and to grow and harvest the alfalfa and grass hay. Without the use of Cash Collateral, the Debtors will not have the funds

necessary to pay Debtors' budgeted expenses, including rents, utilities, insurance, wages and other payroll expenses, and taxes.

13. Accordingly, to preserve the value of the Debtors' dairy operations as a going concern and to preserve and maximize the value of the existing crops of alfalfa and grass hay, the Debtors require the ongoing use of Cash Collateral.

RELIEF REQUESTED

14. The Debtors seek to use Cash Collateral pursuant to Sections 105(a) and 363(c)(1) and (2) of the Bankruptcy Code, in accordance with the Interim Budget to pay Debtors' continuing operating expenses, including Debtors' Chapter 11 administrative expenses. The Debtors anticipate having to post deposits with various utilities that may total approximately \$36,983.56 in the aggregate.

15. This Motion to use Cash Collateral is limited only to the use of Debtors' current inventory of straw (grass hay) valued at \$40,000 (approximately 500 tons, which is used for feed and sales), Debtors' accounts receivable, Debtors' 2013 potato inventory and Debtors' present and future milk checks. With respect to the anticipated expenses of growing the intended 2014 crops of potatoes and barley, Debtors intend to procure postpetition financing from as of yet unidentified lenders. Debtors will file appropriate motions to incur credit when the future crop lenders are chosen by Debtors and the terms of the crops loans are determined. Debtors are confident that crop loans will be available because Debtors have procured crop insurance on both the 2014 barley crop and potato crop, and the existence of the insurance will provide significant assurance of repayment on any future crop loan.

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16. The requested authority to use Cash Collateral is limited to the amounts set forth in the Interim Budget; provided, however, that the Debtors seek authority to make expenditures in excess of said sums so long as any variance shall not exceed 15% of the cumulative expenses as set forth in the Interim Budget. The Debtors may exceed such 15% variance only with the prior written consent of RAF or by order of this Court.

BASIS FOR RELIEF REQUESTED

17. The Debtors require the use of Cash Collateral to preserve the value of Debtors' dairy operations as a going concern and to preserve and maintain the assets of the bankruptcy estate, including the alfalfa and grass hay crops. Without use of Cash Collateral, the Debtors will lack sufficient funds to maintain Debtors' dairy operations and will be unable to maximize the value of Debtors' assets for the benefit of creditors.

18. The Debtors recognize that RAF's interest in Cash Collateral is entitled to adequate protection. See 11 USC § 363(e). Among other forms of adequate protection, the Bankruptcy Code lists the provision of additional or replacement liens. 11 USC § 361 (2). The Debtors propose to provide replacement liens to RAF to protect RAF's interests.

19. Exactly what constitutes adequate protection must be decided on a case-by-case basis. See *In re Energy Partners, Ltd.*, 409 BR 211, 236 (Bankr SD Tex 2009) 23 (citing *MBank Dallas, N.A. v. O'Connor (In re O'Connor)*, 808 F2d 1393, 1396-97 (10th Cir 1987)); *In re Martin*, 761 F2d 472, 476 (8th Cir 1985). The focus of this requirement is to protect secured creditors from diminution in the value of their interests in collateral during the reorganization process. *Energy Partners*, 409 BR at 236.

20. RAF will be adequately protected by the retention of the value of the Debtors' dairy operations as a going concern, and the replacement of Cash Collateral with Cash Collateral generated or collected post-petition as more fully set forth in the Interim Budget.

As adequate protection for any diminution in the value of the Cash Collateral, Debtors propose that the Interim Order grant RAF a replacement lien in all of the Debtors' assets, whether acquired prior to or after the Petition Date. The replacement lien does not include any of the trustee's avoidance powers under 11 USC §§ 544-550.

21. The Debtors will face immediate and irreparable harm if the relief requested is not granted. The Debtors' employees will not continue to work if they are not timely paid. Dairy cows must be fed and milked without delay or disruption or their health will suffer and their value will decline. Moreover, the value of the Debtor's dairy operations and assets would be significantly less if the Debtors' dairy operations were to cease. Thus, it is in the best interests of the Debtors, Debtors' creditors, and Debtors' estate for the Debtors to use Cash Collateral. The use of Cash Collateral will maximize the recovery to creditors. Without use of Cash Collateral, the Debtors' dairy operations will need to immediately cease and the growing crops of alfalfa and grass hay would deteriorate and fail.

LBF 541.7 CERTIFICATION

22. The Debtors certify that this Motion provides for the liens granted to RAF pursuant to the Interim Cash Collateral Order to be perfected automatically. See LBF 541.7(10). The Debtors respectfully submit that requiring RAF to take steps to perfect such liens would serve no purpose and that such liens' automatic perfection is appropriate under the circumstances. The Debtors do not anticipate requesting any other provisions relating to use of Cash Collateral set forth in LBF 541.7 which the Court usually will not approve.

REQUEST FOR A FINAL HEARING

23. Pursuant to Bankruptcy Rule 4001(b), a final hearing on a request for authority to use Cash Collateral may only be commenced after fifteen (15) days notice for the motion requesting such relief. The Debtors request that the Court set a hearing, as soon as

possible after the expiration of the 15 day notice, for the Court to consider entering a final order approving the Debtors' use of Cash Collateral.

NOTICE

24. The Debtors have provided notice of this Motion to Debtors' 20 largest unsecured creditors, RAF, all creditors requesting special notice, all known secured creditors, those creditors who may assert crop liens as disclosed by filings with the Oregon Secretary of State, the Internal Revenue Service (Special Procedures Unit), Oregon Department of Revenue, the Office of the United States Trustee and the Attorney General of the United States at Washington, D.C. No unsecured creditors' committee has been appointed in this case. The Debtors submit that no further notice is required under the circumstances.

WHEREFORE, the Debtors pray that the Court (a) enter an Interim Order Authorizing Use of Cash Collateral consistent with the relief requested herein; and (b) after final hearing held pursuant to Bankruptcy Rule 4001 (b)(2), enter a final order authorizing the Debtors to use Cash Collateral as set forth in the Interim Budget.

Dated this 23rd day of April, 2014.

Respectfully submitted;

VANDEN BOS & CHAPMAN, LLP

By: /s/Robert J Vanden Bos
Robert J Vanden Bos, OSB #78100
Of Attorneys for Debtors-in-Possession

DAIRY BUDGET

INCOME	April 20th/ April 26th	April 27th/ May 3rd	May 4th/ May 10th	May 11th/ May 17th	May 18th/ May 24th	May 25th/ May 31st	JUNE	JULY	AUG	SEPT	OCT	NOV	DEC	Jan	Feb	March	April	TOTAL
MILK	\$ 47,500.00	\$ 47,500.00	\$ 23,500.00	\$ 23,500.00	\$ 23,500.00	\$ 23,500.00	\$ 94,000.00	\$ 94,000.00	\$ 94,000.00	\$ 94,000.00	\$ 94,000.00	\$ 94,000.00	\$ 94,000.00	\$ 105,000.00	\$ 105,000.00	\$ 105,000.00	\$ 98,000.00	\$ 1,260,000.00
COWS	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,000.00	\$ 5,000.00	\$ -	\$ 5,000.00	\$ -	\$ 2,000.00	\$ 2,000.00	\$ 19,000.00
Rental Income - 11597 Spring Lake Road (Lender-Sayles)	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 300.00	\$ 5,100.00
FUNDING SOURCES:	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Crop Loan	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Crop Advances	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Potatoes/Potato Proceeds (\$500,000.00 available)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2013 Grass Hay: (50.00 available)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Pre-Petition A/R: (50.00 available)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
3rd Party Retainer Payment: (\$150,000.00 available)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL INCOME	\$ 47,800.00	\$ 47,800.00	\$ 23,800.00	\$ 23,800.00	\$ 23,800.00	\$ 23,800.00	\$ 94,300.00	\$ 94,300.00	\$ 94,300.00	\$ 94,300.00	\$ 99,300.00	\$ 99,300.00	\$ 94,300.00	\$ 110,300.00	\$ 105,300.00	\$ 107,300.00	\$ 100,300.00	\$ 1,284,100.00

EXPENSES																		
Land Sales Contract/Sayles	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 31,247.47	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 31,247.47
Property Taxes - 11597 Spring Lake	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,965.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,965.00
CULL Potatoes	\$ 2,396.50	\$ 2,396.50	\$ 1,198.12	\$ 1,198.12	\$ 1,198.12	\$ 1,198.12	\$ 4,792.50	\$ 4,792.50	\$ 4,792.50	\$ 4,792.50	\$ 4,792.50	\$ 4,792.50	\$ 4,792.50	\$ 4,792.50	\$ 4,792.50	\$ 4,792.50	\$ 4,792.50	\$ 62,302.98
Haylage	\$ 1,084.50	\$ 1,084.50	\$ 542.25	\$ 542.25	\$ 542.25	\$ 542.25	\$ -	\$ -	\$ -	\$ -	\$ 2,169.00	\$ 2,169.00	\$ 2,169.00	\$ 2,169.00	\$ 2,169.00	\$ 2,169.00	\$ 2,169.00	\$ 19,521.00
Alfalfa Hay	\$ 10,534.70	\$ 10,534.70	\$ 2,500.00	\$ 2,500.00	\$ 2,500.00	\$ 2,500.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 21,069.00	\$ 21,069.00	\$ 21,069.00	\$ 21,069.00	\$ 21,069.00	\$ 21,069.00	\$ 207,483.40
Barley Grain	\$ 4,095.00	\$ 4,095.00	\$ 4,095.00	\$ 4,095.00	\$ 4,095.00	\$ 4,095.00	\$ 16,380.00	\$ 16,380.00	\$ 16,380.00	\$ 16,380.00	\$ 16,380.00	\$ 16,380.00	\$ 16,380.00	\$ 16,380.00	\$ 16,380.00	\$ 16,380.00	\$ 16,380.00	\$ 204,750.00
ALL West	\$ 650.00	\$ 650.00	\$ 325.00	\$ 325.00	\$ 325.00	\$ 325.00	\$ 1,300.00	\$ 1,300.00	\$ 1,300.00	\$ 1,300.00	\$ 1,300.00	\$ 1,300.00	\$ 1,300.00	\$ 1,300.00	\$ 1,300.00	\$ 1,300.00	\$ 1,300.00	\$ 16,900.00
Vet Services	\$ 131.50	\$ 131.50	\$ 68.50	\$ 68.50	\$ 68.50	\$ 68.50	\$ 276.00	\$ 276.00	\$ 276.00	\$ 276.00	\$ 276.00	\$ 276.00	\$ 276.00	\$ 276.00	\$ 276.00	\$ 276.00	\$ 276.00	\$ 3,573.00
Excell Dairy	\$ 2,500.00	\$ 2,500.00	\$ 1,250.00	\$ 1,250.00	\$ 1,250.00	\$ 1,250.00	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00	\$ 65,000.00
Bedding	\$ 500.00	\$ 500.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 13,000.00
Waste MGMNT	\$ 92.70	\$ 92.70	\$ 46.35	\$ 46.35	\$ 46.35	\$ 46.35	\$ 185.41	\$ 185.41	\$ 185.41	\$ 185.41	\$ 185.41	\$ 185.41	\$ 185.41	\$ 185.41	\$ 185.41	\$ 185.41	\$ 185.41	\$ 2,410.31
American Sanitation	\$ 80.00	\$ 80.00	\$ 40.00	\$ 40.00	\$ 40.00	\$ 40.00	\$ 160.00	\$ 160.00	\$ 160.00	\$ 160.00	\$ 160.00	\$ 160.00	\$ 160.00	\$ 160.00	\$ 160.00	\$ 160.00	\$ 160.00	\$ 2,080.00
Pacific Power	\$ 750.00	\$ 750.00	\$ 375.00	\$ 375.00	\$ 375.00	\$ 375.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 19,500.00
Fuel	\$ 1,000.00	\$ 1,000.00	\$ 500.00	\$ 500.00	\$ 500.00	\$ 500.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 26,000.00
Labor	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 30,000.00	\$ 30,000.00	\$ 30,000.00	\$ 30,000.00	\$ 30,000.00	\$ 30,000.00	\$ 30,000.00	\$ 30,000.00	\$ 30,000.00	\$ 30,000.00	\$ 30,000.00	\$ 375,000.00
Employer Liability	\$ 854.41	\$ 854.41	\$ 854.41	\$ 854.41	\$ 854.41	\$ 854.41	\$ 3,417.64	\$ 3,417.64	\$ 3,417.64	\$ 3,417.64	\$ 3,417.64	\$ 3,417.64	\$ 3,417.64	\$ 3,417.64	\$ 3,417.64	\$ 3,417.64	\$ 3,417.64	\$ 42,720.50
Cindy A1 Service	\$ 117.50	\$ 117.50	\$ 58.75	\$ 58.75	\$ 58.75	\$ 58.75	\$ 235.00	\$ 235.00	\$ 235.00	\$ 235.00	\$ 235.00	\$ 235.00	\$ 235.00	\$ 235.00	\$ 235.00	\$ 235.00	\$ 235.00	\$ 3,055.00
Overhead Expense Allocation	\$ 801.90	\$ 1,057.02	\$ 1,602.28	\$ 3,582.10	\$ 3,582.10	\$ 3,582.10	\$ 17,324.62	\$ 8,089.28	\$ 7,387.70	\$ 7,834.16	\$ 7,706.60	\$ 7,553.52	\$ 7,515.26	\$ 7,132.58	\$ 6,686.12	\$ 7,196.36	\$ 7,323.92	\$ 105,957.60
TOTAL EXPENSES	\$ 33,088.71	\$ 33,343.83	\$ 21,205.66	\$ 23,185.48	\$ 23,185.48	\$ 23,185.48	\$ 93,571.17	\$ 84,335.83	\$ 114,881.72	\$ 84,080.71	\$ 86,122.15	\$ 101,003.07	\$ 96,999.81	\$ 96,617.13	\$ 96,170.67	\$ 96,680.91	\$ 96,808.47	\$ 1,204,466.26
Difference	\$ 14,711.29	\$ 14,456.17	\$ 2,594.34	\$ 614.52	\$ 614.52	\$ 614.52	\$ 728.83	\$ 9,964.17	\$ (20,581.72)	\$ 10,219.29	\$ 13,177.85	\$ (1,703.07)	\$ (2,699.81)	\$ 13,682.87	\$ 9,129.33	\$ 10,619.09	\$ 3,491.53	\$ 79,633.74
Running Total:	\$ 14,711.29	\$ 29,167.46	\$ 31,761.80	\$ 32,376.31	\$ 32,990.83	\$ 33,605.35	\$ 34,334.18	\$ 44,298.35	\$ 23,716.63	\$ 33,935.93	\$ 47,113.78	\$ 45,410.71	\$ 42,710.90	\$ 56,393.78	\$ 65,523.11	\$ 76,142.20	\$ 79,633.74	

Alfalfa Fields (by acres)	Mikes Field	160	Ritter	700	Weyerhauser	200
	Mitchells	80	Viets	50	Air Landing Strip	25
	Negreski	30	Walsh	48	Garrett	24.5
	Henzels	800	Martins	73.5	TOTAL	2191

Alfalfa Budget 2191 acres x 4 = 8764 ton

INCOME	April 20th/ April 26th	April 27th/ May 3rd	May 4th/ May 10th	May 11th/ May 17th	May 18th/ May 24th	May 25th/ May 31st	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	March	April	TOTAL
QV/Sarben	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 200,000.00	\$ 200,000.00	\$ 200,000.00	\$ 159,540.00	\$ 100,000.00	\$ 200,000.00	\$ 200,000.00	\$ 150,000.00	\$ 200,000.00	\$ 150,000.00	\$ 200,000.00	\$ 1,959,540.00
Rental Income - 7751 Dehlinger Ln (Lender - Negrevski)	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 13,600.00
FUNDING SOURCES:	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Crop Loan	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Crop Advances	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Potatoes/Potato Proceeds: (\$500,000.00 available)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2013 Grass Hay: (\$50.00 available)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Pre-Petition A/R: (\$50.00 available)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
3rd Party Retainer Payment: (\$150,000.00 available)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL INCOME	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 200,800.00	\$ 200,800.00	\$ 200,800.00	\$ 160,340.00	\$ 100,800.00	\$ 200,800.00	\$ 200,800.00	\$ 150,800.00	\$ 200,800.00	\$ 150,800.00	\$ 200,800.00	\$ 1,973,140.00

EXPENSES																		
Land Sales Pymt - Negrevski	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 1,260.00	\$ 21,420.00
Land Sales Pymt - Negrevski	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 50,000.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 50,000.00
Property Taxes - 7751 Dehlinger Ln	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,315.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,315.00
Manning - Land Sales Contract	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 35,508.47	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 35,508.47
Mitchells - Rent	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 18,500.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 18,500.00
Ritters - Rent	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 20,000.00	\$ 10,000.00	\$ 20,000.00	\$ 10,000.00	\$ 20,000.00	\$ 10,000.00	\$ 10,000.00	\$ 20,000.00	\$ 10,000.00	\$ 10,000.00	\$ 150,000.00
Viets - Rent	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,200.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,200.00
Weyerhauser - Rent	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 21,500.00	\$ -	\$ -	\$ -	\$ 21,500.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 43,000.00
Garrett - Rent	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,900.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,900.00
Henzels - Rent	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 50,000.00	\$ -	\$ -	\$ -	\$ 50,000.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 100,000.00
Martins - Rent	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 13,254.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 13,254.00
Labor																		
Jose Rodriguez	\$ 476.12	\$ 476.12	\$ 874.25	\$ 874.25	\$ 874.25	\$ 874.25	\$ 3,471.00	\$ 4,381.00	\$ 4,615.00	\$ 4,615.00	\$ 2,307.50	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 23,838.74
Tim Jayne	\$ 187.50	\$ 187.50	\$ 318.78	\$ 318.78	\$ 318.78	\$ 318.78	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 1,500.00	\$ 18,150.12
Miguel Hernandez	\$ 484.57	\$ 484.57	\$ 429.97	\$ 429.97	\$ 429.97	\$ 429.97	\$ 2,821.00	\$ 3,339.70	\$ 2,866.50	\$ 2,866.50	\$ 1,433.25	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 16,015.97
Jaime Vargas	\$ 484.57	\$ 484.57	\$ 429.97	\$ 429.97	\$ 429.97	\$ 429.97	\$ 2,821.00	\$ 3,339.70	\$ 2,866.50	\$ 2,866.50	\$ 1,433.25	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 16,015.97
Eliseo Gil	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,576.00	\$ 3,927.00	\$ 2,772.00	\$ 3,432.00	\$ 1,716.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 16,423.00
Felipe Galvan	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,356.00	\$ 4,246.00	\$ 3,597.00	\$ 3,366.00	\$ 1,683.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 17,248.00
John Horn	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,400.00	\$ 2,400.00	\$ 2,400.00	\$ 2,400.00	\$ 2,400.00	\$ 2,400.00	\$ 14,400.00
James Howard	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,200.00	\$ 5,226.00	\$ 4,862.00	\$ 4,823.00	\$ 4,004.00	\$ 4,875.00	\$ 4,498.00	\$ 4,121.00	\$ 4,082.00	\$ 5,291.00	\$ 5,161.00	\$ 52,143.00
Josh Jensen	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,968.00	\$ 4,368.00	\$ 4,356.00	\$ 4,308.00	\$ 3,198.00	\$ 4,554.00	\$ 3,588.00	\$ 3,276.00	\$ 2,988.00	\$ 3,030.00	\$ 3,648.00	\$ 42,282.00
Employer Liability	\$ 133.06	\$ 133.06	\$ 167.31	\$ 167.31	\$ 167.31	\$ 167.31	\$ 2,377.04	\$ 2,426.18	\$ 2,194.80	\$ 2,263.82	\$ 1,407.91	\$ 1,086.31	\$ 976.85	\$ 920.70	\$ 894.05	\$ 996.01	\$ 913.53	\$ 17,392.56
Vern Jensen/Contract	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 7,560.00	\$ 7,200.00	\$ 7,020.00	\$ 7,300.00	\$ 5,481.00	\$ 6,885.00	\$ 4,140.00	\$ 4,302.00	\$ 3,960.00	\$ 3,570.00	\$ 4,200.00	\$ 61,618.00
Fuel	\$ -	\$ 500.00	\$ 4,750.00	\$ 4,750.00	\$ 4,750.00	\$ 4,750.00	\$ 19,500.00	\$ 19,500.00	\$ 19,500.00	\$ 19,500.00	\$ 19,500.00	\$ 19,500.00	\$ 19,500.00	\$ 19,500.00	\$ 19,500.00	\$ 19,500.00	\$ 19,500.00	\$ 234,000.00
Grease	\$ -	\$ -	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 3,750.00
Power	\$ 1,090.86	\$ 1,909.14	\$ 7,526.82	\$ 7,526.82	\$ 7,526.82	\$ 7,526.82	\$ 13,995.85	\$ 27,256.72	\$ 23,562.97	\$ 27,256.00	\$ 27,256.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 28,000.00	\$ 215,434.82
Misc Parts	\$ 1,090.86	\$ 1,109.14	\$ 450.00	\$ 450.00	\$ 450.00	\$ 450.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 22,000.00
Irrigation Assessments	\$ 11,125.50	\$ 11,125.50	\$ -	\$ -	\$ -	\$ -	\$ 8,800.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 31,051.00
Twine	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,800.00	\$ 4,800.00	\$ 4,800.00	\$ 4,800.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 19,200.00
Barn Rent	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 14,250.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 14,250.00	\$ -	\$ -	\$ -	\$ -	\$ 28,500.00
Overhead Alfalfa Allocation	\$ 2,020.35	\$ 2,663.11	\$ 4,036.84	\$ 9,024.90	\$ 9,024.90	\$ 9,024.90	\$ 43,648.37	\$ 20,380.46	\$ 18,612.87	\$ 19,737.70	\$ 19,416.32	\$ 19,030.66	\$ 18,934.25	\$ 17,970.11	\$ 16,845.28	\$ 18,130.80	\$ 18,452.18	\$ 266,954.02
Overhead Allocation - Other	\$ 3,464.26	\$ 4,566.39	\$ 6,921.92	\$ 660.23	\$ 660.23	\$ 660.23	\$ 3,193.18	\$ 1,490.97	\$ 1,361.66	\$ 1,443.95	\$ 1,420.44	\$ 1,392.23	\$ 1,385.17	\$ 1,314.64	\$ 1,232.35	\$ 1,326.40	\$ 1,349.91	\$ 33,844.17
TOTAL EXPENSES	\$ 21,817.64	\$ 24,899.09	\$ 27,415.86	\$ 26,142.24	\$ 26,142.24	\$ 26,142.24	\$ 225,247.45	\$ 252,400.20	\$ 127,997.30	\$ 123,588.47	\$ 115,266.67	\$ 172,002.20	\$ 91,682.27	\$ 74,814.45	\$ 82,911.68	\$ 75,254.21	\$ 97,634.62	\$ 1,591,358.84
DIFFERENCE:	\$ (21,017.64)	\$ (24,099.09)	\$ (26,615.86)	\$ (25,342.24)	\$ (25,342.24)	\$ (25,342.24)	\$ (24,447.45)	\$ (51,600.20)	\$ 72,802.70	\$ 36,751.53	\$ (14,466.67)	\$ 28,797.80	\$ 109,117.73	\$ 75,985.55	\$ 117,888.32	\$ 75,545.79	\$ 103,165.38	\$ 381,781.16
RUNNING TOTAL:	\$ (21,017.64)	\$ (45,116.74)	\$ (71,732.60)	\$ (97,074.84)	\$ (122,417.07)	\$ (147,759.31)	\$ (172,206.76)	\$ (223,806.96)	\$ (151,004.27)	\$ (114,252.74)	\$ (128,719.41)	\$ (99,921.61)	\$ 9,196.12	\$ 85,181.67	\$ 203,069.99	\$ 278,615.78	\$ 381,781.16	

Grass Fields				
Mikes Field	120	Acres	1440 ton @ \$40.00	NOTES: All Grass will go to the Dairy
Weyerhaeuser	150	Acres	300 ton @ \$200.00	
TOTAL	270	Acres		

Grass Budget

INCOME	April 20th/ April 26th	April 27th/ April 30th	May 1st/ May 3rd	May 4th/ May 10th	May 11th/ May 17th	May 18th/ May 24th	May 25th/ May 31st	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	March	April	TOTAL
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 29,400.00	\$ 29,400.00	\$ 29,400.00	\$ 29,400.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 117,600.00
FUNDING SOURCES:	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Crop Loan	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Crop Advances	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Potatoes/Potato Proceeds: (\$500,000.00 available)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2013 Grass Hay: (\$0.00 available)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Pre-Petition A/R: (\$0.00 available)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
3rd Party Retainer Payment: (\$150,000.00 available)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 29,400.00	\$ 29,400.00	\$ 29,400.00	\$ 29,400.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 117,600.00

EXPENSES	April 20th/ April 26th	April 27th/ April 30th	May 1st/ May 3rd	May 4th/ May 10th	May 11th/ May 17th	May 18th/ May 24th	May 25th/ May 31st	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	March	April	TOTAL
Power	\$ 348.24	\$ 426.00	\$ 536.00	\$ 431.52	\$ 431.52	\$ 431.52	\$ 431.52	\$ 1,889.73	\$ 2,246.76	\$ 2,450.26	\$ 2,325.00	\$ 1,011.44	\$ 1,099.66	\$ 156.99	\$ 152.40	\$ 146.18	\$ 146.18	\$ 172.40	\$ 14,833.32
Labor	\$ 600.00	\$ 600.00	\$ 300.00	\$ 700.00	\$ 700.00	\$ 700.00	\$ 700.00	\$ 7,944.50	\$ 7,944.50	\$ 7,944.50	\$ 7,944.50	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,000.00	\$ 1,800.00	\$ 39,878.00
Employer Liability	\$ 48.90	\$ 32.60	\$ 24.45	\$ 57.05	\$ 57.05	\$ 57.05	\$ 57.05	\$ 647.47	\$ 647.47	\$ 647.47	\$ 647.47	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,924.03
Land Sales Contract/Manning	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 17,023.17		\$ -	\$ -	\$ 17,023.17
Rent/IWTR	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,750.00	\$ -	\$ -	\$ -	\$ 3,750.00	\$ -	\$ -		\$ -	\$ -	\$ 7,500.00
Bags	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,440.00	\$ 1,440.00	\$ 1,440.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,320.00
Irrigation Assessments	\$ 4,500.00	\$ 4,500.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 9,000.00
Twine	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 900.00	\$ 900.00	\$ 900.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,700.00
Fuel	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,830.00	\$ 3,830.00	\$ 3,830.00	\$ 3,830.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 15,320.00
TOTAL	\$ 5,497.14	\$ 5,558.60	\$ 860.45	\$ 1,188.57	\$ 1,188.57	\$ 1,188.57	\$ 1,188.57	\$ 16,651.70	\$ 20,758.73	\$ 17,212.23	\$ 14,746.97	\$ 1,011.44	\$ 4,849.66	\$ 156.99	\$ 17,175.57	\$ 146.18	\$ 2,146.18	\$ 1,972.40	\$ 113,498.52
DIFFERENCE	\$ (5,497.14)	\$ (5,558.60)	\$ (860.45)	\$ (1,188.57)	\$ (1,188.57)	\$ (1,188.57)	\$ (1,188.57)	\$ 12,748.30	\$ 8,641.27	\$ 12,187.77	\$ 14,653.03	\$ (1,011.44)	\$ (4,849.66)	\$ (156.99)	\$ (17,175.57)	\$ (146.18)	\$ (2,146.18)	\$ (1,972.40)	\$ 4,101.48
RUNNING TOTAL:	\$ (5,497.14)	\$ (11,055.74)	\$ (11,916.19)	\$ (13,104.76)	\$ (14,293.33)	\$ (15,481.90)	\$ (16,670.47)	\$ (3,922.17)	\$ 4,719.10	\$ 16,906.87	\$ 31,559.90	\$ 30,548.46	\$ 25,698.80	\$ 25,541.81	\$ 8,366.24	\$ 8,220.06	\$ 6,073.88	\$ 4,101.48	

Michael and Karin Noonan
Farming Operation Budgets

OVERHEAD ALLOCATION SUMMARY

	Total Annual Expenses	%	Pro Rata Overhead Allocation
Dairy	\$ 1,098,508.66	12.76%	\$ 105,957.60
Alfalfa	\$ 1,310,057.32	32.14%	\$ 266,954.02
Grass	\$ 113,498.52	2.35%	\$ 19,529.56
Grain	\$ 1,447,794.58	34.99%	\$ 290,652.44
Potato	\$ 857,564.46	17.76%	\$ 147,560.11
Total	\$ 4,827,423.54	100.00%	\$ 830,653.73

Overhead Annual Expenses	\$ 830,649.13
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Michael and Karin Noonan
Farming Operation Budgets

OVERHEAD EXPENSES

INCOME		April 20th/ April 26th	April 27th/ May 3rd	May 4th/ May 10th	May 11th/ May 17th	May 18th/ May 24th	May 25th/ May 31st	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	March	April	TOTAL
FUNDING SOURCES:		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Crop Loan		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Crop Advances		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Potatoes/Potato Proceeds: (\$500,000.00 available)		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2013 Grass Hay: (50.00 available)		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Pre-Petition A/R: (50.00 available)		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
3rd Party Retainer Payment: (\$150,000.00 available)		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL INCOME		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

EXPENSES		April 20th/ April 26th	April 27th/ May 3rd	May 4th/ May 10th	May 11th/ May 17th	May 18th/ May 24th	May 25th/ May 31st	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	March	April	TOTAL
Health Insurance		\$ -	\$ -	\$ 2,512.00	\$ 2,512.00	\$ 2,512.00	\$ 2,512.00	\$ 10,048.00	\$ 10,048.00	\$ 10,048.00	\$ 10,048.00	\$ 10,048.00	\$ 10,048.00	\$ 10,048.00	\$ 10,048.00	\$ 10,048.00	\$ 10,048.00	\$ 10,048.00	\$ 120,576.00
Owner Draw		\$ 2,500.00	\$ 2,500.00	\$ 2,500.00	\$ 2,500.00	\$ 2,500.00	\$ 2,500.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 125,000.00
Salf		\$ -	\$ 2,000.00	\$ 2,250.00	\$ 2,250.00	\$ 2,250.00	\$ 2,250.00	\$ 70,000.00	\$ 6,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 6,000.00	\$ 6,000.00	\$ 4,000.00	\$ 4,000.00	\$ 6,000.00	\$ 7,000.00	\$ 150,000.00
Insurance- All		\$ -	\$ -	\$ -	\$ 1,520.75	\$ 1,520.75	\$ 1,520.75	\$ 6,083.00	\$ 6,083.00	\$ 6,083.00	\$ 6,083.00	\$ 6,083.00	\$ 6,083.00	\$ 6,083.00	\$ 6,083.00	\$ 6,083.00	\$ 6,083.00	\$ 6,083.00	\$ 71,475.25
Bank Service Charge		\$ 400.00	\$ 400.00	\$ 200.00	\$ 200.00	\$ 200.00	\$ 200.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 800.00	\$ 10,400.00
Misc		\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 250.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 12,500.00
Utilities/Telephone		\$ 1,187.50	\$ 1,187.50	\$ 2,375.00	\$ 2,375.00	\$ 2,375.00	\$ 2,375.00	\$ 9,500.00	\$ 9,500.00	\$ 9,500.00	\$ 9,500.00	\$ 9,500.00	\$ 9,500.00	\$ 9,500.00	\$ 9,500.00	\$ 9,500.00	\$ 9,500.00	\$ 9,500.00	\$ 116,375.00
		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Equipment Rental		\$ 250.00	\$ 250.00	\$ 500.00	\$ 500.00	\$ 500.00	\$ 500.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 2,000.00	\$ 24,500.00
Equipment PYMNTS		\$ -	\$ -	\$ -	\$ 14,000.00	\$ 14,000.00	\$ 14,000.00	\$ 14,000.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 56,000.00
Fees trip permists/Reg		\$ 600.00	\$ 600.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 1,000.00	\$ 6,400.00	\$ 12,000.00	\$ 2,500.00	\$ 6,000.00	\$ 5,000.00	\$ 7,800.00	\$ 7,500.00	\$ 6,500.00	\$ 3,000.00	\$ 5,000.00	\$ 5,000.00	\$ 71,900.00
Office Expense		\$ 250.00	\$ 250.00	\$ 125.00	\$ 125.00	\$ 125.00	\$ 125.00	\$ 750.00	\$ 750.00	\$ 750.00	\$ 750.00	\$ 750.00	\$ 750.00	\$ 750.00	\$ 750.00	\$ 750.00	\$ 750.00	\$ 750.00	\$ 9,250.00
Life Insurance PYMNTS		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Professional Fees		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Buffy Office Labor		\$ 425.00	\$ 425.00	\$ 425.00	\$ 425.00	\$ 425.00	\$ 425.00	\$ 3,400.00	\$ 3,400.00	\$ 3,400.00	\$ 3,400.00	\$ 3,400.00	\$ 3,400.00	\$ 3,400.00	\$ 3,400.00	\$ 3,400.00	\$ 3,400.00	\$ 3,400.00	\$ 39,950.00
Tanya Office Labor		\$ 360.00	\$ 360.00	\$ 360.00	\$ 360.00	\$ 360.00	\$ 360.00	\$ 1,440.00	\$ 1,440.00	\$ 1,440.00	\$ 1,440.00	\$ 1,440.00	\$ 1,440.00	\$ 1,440.00	\$ 1,440.00	\$ 1,440.00	\$ 1,440.00	\$ 1,440.00	\$ 18,000.00
Employee Liabilities		\$ 63.97	\$ 63.97	\$ 63.97	\$ 63.97	\$ 63.97	\$ 63.97	\$ 394.46	\$ 394.46	\$ 394.46	\$ 394.46	\$ 394.46	\$ 394.46	\$ 394.46	\$ 394.46	\$ 394.46	\$ 394.46	\$ 394.46	\$ 4,722.88
		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL EXPENSES		\$ 6,286.47	\$ 8,286.47	\$ 12,560.97	\$ 28,081.72	\$ 28,081.72	\$ 28,081.72	\$ 135,815.46	\$ 63,415.46	\$ 57,915.46	\$ 61,415.46	\$ 60,415.46	\$ 59,215.46	\$ 58,915.46	\$ 55,915.46	\$ 52,415.46	\$ 56,415.46	\$ 57,415.46	\$ 830,649.13
DIFFERENCE:		\$ (6,286.47)	\$ (8,286.47)	\$ (12,560.97)	\$ (28,081.72)	\$ (28,081.72)	\$ (28,081.72)	\$ (135,815.46)	\$ (63,415.46)	\$ (57,915.46)	\$ (61,415.46)	\$ (60,415.46)	\$ (59,215.46)	\$ (58,915.46)	\$ (55,915.46)	\$ (52,415.46)	\$ (56,415.46)	\$ (57,415.46)	\$ (830,649.13)
RUNNING TOTAL:		\$ (6,286.47)	\$ (14,572.94)	\$ (27,133.91)	\$ (55,215.63)	\$ (83,297.35)	\$ (111,379.07)	\$ (247,194.53)	\$ (310,609.99)	\$ (368,525.45)	\$ (429,940.91)	\$ (490,356.37)	\$ (549,571.83)	\$ (608,487.29)	\$ (664,402.75)	\$ (716,818.21)	\$ (773,233.67)	\$ (830,649.13)	

Allocation:

Dairy	12.76%	\$ 801.90	\$ 1,057.02	\$ 1,602.28	\$ 3,582.10	\$ 3,582.10	\$ 3,582.10	\$ 17,324.62	\$ 8,089.28	\$ 7,387.70	\$ 7,834.16	\$ 7,706.60	\$ 7,553.52	\$ 7,515.26	\$ 7,132.58	\$ 6,686.12	\$ 7,196.36	\$ 7,223.92	\$ 105,957.60
Alfalfa	32.14%	\$ 2,020.35	\$ 2,663.11	\$ 4,036.84	\$ 9,024.90	\$ 9,024.90	\$ 9,024.90	\$ 43,648.37	\$ 20,380.46	\$ 18,612.87	\$ 19,737.70	\$ 19,416.32	\$ 19,030.66	\$ 18,934.25	\$ 17,970.11	\$ 16,845.28	\$ 18,130.80	\$ 18,452.18	\$ 266,954.02
Grass	2.35%	\$ 147.80	\$ 194.82	\$ 295.32	\$ 660.23	\$ 660.23	\$ 660.23	\$ 3,193.18	\$ 1,490.97	\$ 1,361.66	\$ 1,443.95	\$ 1,420.44	\$ 1,392.23	\$ 1,385.17	\$ 1,314.64	\$ 1,232.35	\$ 1,326.40	\$ 1,349.91	\$ 19,529.56
Grain	34.99%	\$ 2,199.70	\$ 2,899.52	\$ 4,395.21	\$ 9,826.07	\$ 9,826.07	\$ 9,826.07	\$ 47,523.19	\$ 22,189.70	\$ 20,265.20	\$ 21,489.88	\$ 21,139.97	\$ 20,720.08	\$ 20,615.11	\$ 19,565.38	\$ 18,340.69	\$ 19,740.33	\$ 20,090.24	\$ 290,652.44
Potato	17.76%	\$ 1,116.76	\$ 1,472.04	\$ 2,231.39	\$ 4,988.56	\$ 4,988.56	\$ 4,988.56	\$ 24,126.85	\$ 11,265.40	\$ 10,288.35	\$ 10,910.11	\$ 10,732.46	\$ 10,519.29	\$ 10,466.00	\$ 9,933.06	\$ 9,311.31	\$ 10,021.89	\$ 10,199.53	\$ 147,560.11
Total	100%	\$ 6,286.50	\$ 8,286.52	\$ 12,561.04	\$ 28,081.88	\$ 28,081.88	\$ 28,081.88	\$ 135,816.21	\$ 63,415.81	\$ 57,915.78	\$ 61,415.80	\$ 60,415.79	\$ 59,215.79	\$ 58,915.79	\$ 55,915.77	\$ 52,415.75	\$ 56,415.77	\$ 57,415.78	\$ 830,653.73

In re Michael E. and Karin M. Noonan;
Chapter 11 Bankruptcy Case No. 14-61510-fra11

CERTIFICATE - TRUE COPY

DATE: April 23, 2014

DOCUMENT: DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL
ORDERS AUTHORIZING USE OF CASH COLLATERAL
Expedited Hearing Requested

I hereby certify that I prepared the foregoing copy of the foregoing named document and have carefully compared the same with the original thereof and it is a correct copy therefrom and of the whole thereof.

CERTIFICATE OF SERVICE

I hereby certify that I served a copy of the foregoing on:

See Attached list. **(The original Service List is attached to the original copy filed with the Court only. Creditors may request a copy of the Service List by contacting the undersigned.)**

by mailing a copy of the above-named document to each of them in a sealed envelope, addressed to each of them at his or her last known address. Said envelopes were deposited in the Post Office at Portland, Oregon, on the below date, postage prepaid.

I hereby certify that the foregoing was served on all CM/ECF participants through the Court's Case Management/Electronic Case File system on the date set forth below.

Dated: April 23, 2014

VANDEN BOS & CHAPMAN, LLP

By: /s/Robert J Vanden Bos
Robert J Vanden Bos, OSB #78100
Of Attorneys for Debtors-in-Possession
Phone: 503-241-4869

In re Michael E. and Karin M. Noonan;
Chapter 11 Bankruptcy Case No. 14-61510-fra11
Page 1 of 2

Debtors:

Michael E. Noonan
Karin M. Noonan
12080 Homedale Road
Klamath Falls, OR 97603
VIA EMAIL:
noonanfarms@yahoo.com

20 Largest Unsecured Creditors:

AlSCO Inc.
PO Box 1330
Red Bluff, CA 96080
VIA FAX NO. 530-527-5022

Basin Fertilizer
Attn: Bill Gaser
PO Drawer X
Merrill, OR 97633
VIA EMAIL:
billg@basinfertilizer.com

John Bair Farm & Dairy
John Bair, Owner
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Klamath Falls, OR 97603
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VIA EMAIL:
Phone: 530-527-4001

Ed Staub & Sons
Attn: Brad Staub
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Klamath Falls, OR 97601
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Excel Dairy Svc
Clyde Fox, Registered Agent
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Mt Vernon, WA 98273
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Irrigation Rentals
Kenneth C. Heiber, President
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VIA FAX NO. 541-884-0995

Northstate Packaging
Keith
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VIA FAX NO. (541)798-0509

Rabo Bank Credit Card
Accounts Receivable
POB 31535
Tampa, FL 33631
VIA FAX NO. 727-570-5219
VIA EMAIL:
Phone: 800-221-5920

Rabo Agrifinance, Inc.
Aaron Bixby, Sr. Special Asset Mgr.
12443 Olive Blvd, Suite 50
St. Louis, MO 63141
VIA FAX NO. 319-277-0277

Rain for Rent
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Commercial Trade
5330 Office Center Ct.
Bakersfield, CA 93389
VIA FAX NO. 661-334-2262

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Tualatin, OR 97062
VIA EMAIL: grant@rs-s2s.com

Sar-Ben Farms
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St. Paul, OR 97137
VIA FAX NO.
VIA EMAIL:
Phone (503) 633-4027

Sheldons Machine Shop
Attn: Stacy
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VIA EMAIL:
stacy@sheldonsmachineshop.com

Solar Heights Enterprises LLC
Attn: John Lucas
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Eugene, OR 97405
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VIA EMAIL:
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Phone: 541-343-1069

Stateline Parts Supply, Inc.
Attn: Kathy
PO Box 944
Merrill, OR 97633
VIA FAX NO. (530) 667 - 5439

Volm/Credit Mediators, Inc.
Attn: Dan Cartel
PO Box 456
Upper Darby, PA 19082
VIA FAX NO. 610-352-1818

Warnke Farms
Dennis Warnke
PO Box 256
Ashton, ID 83420
VIA FAX NO.
VIA EMAIL:
Phone: 1-208-652-3950

Zupan Farm Partnership
Pete Zupan, Owner
9230 Hopedale Ct
Portland, OR 97229
VIA FAX NO.
VIA EMAIL:
800-331-3282

Lienholders:

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In re Michael E. and Karin M. Noonan;
Chapter 11 Bankruptcy Case No. 14-61510-fra11
Page 2 of 2

Cooperative Regions of Organic
Producer Pools (CROPP)
One Organic Way
La Farge, WI 54639
VIA FAX: 608-625-2600

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Zupan Farm Partnership
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Processing Dept
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Brian T. Moynihan, CEO
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BK 800-520-5019

BB/T Finance FSB Sheffield
Finance
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CNH Capital America, LLC
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VIA FAX: 866-585-0286

Cooperative Regions of Organic
Producer Pools
One Organic Way
La Farge, WI 54639

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Howard Manning
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Negrevski, Michael & Dai Lene
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Klamath Falls, OR 97601

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Wade Miller
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S.A. Camp Companies, Inc.
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Bakersfield, CA 93380-2575

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VIA EMAIL: gms@fireserve.net

Wells Fargo Dealer Services
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Santa Ana, CA 92799
VIA FAX: Attn Bankruptcy Dept
909-945-6503

Zupan Farm Partnership
Pete Zupan, Owner
9230 Hopedale Ct
Portland, OR 97229

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By Eric Holder, Attorney General
10th Constitution NW #4400
Washington, DC 20530
VIA FAX: 202-307-6777

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Centralized Insolvency
PO Box 7346
Philadelphia, PA 19101-7346
VIA FAX NO. 855-235-6787

IRS
By S. Amanda Marshall,
US Atty
1000 SW 3rd Ave Ste 600
Portland, OR 97204-2936
VIA EMAIL: (503) 727-1117

ODR
ATTN: Bankruptcy Unit
955 Center St NE
Salem, OR 97301
VIA FAX NO. 503-945-8735

ODR
c/o Ellen Rosenblum,
Attorney General
Oregon Department of Justice
1162 Court St, NE
Salem, OR 97301-4096
VIA FAX NO. 503-378-4017

ODR
Carolyn G Wade
DOJ Civil Enf Civil Recovery
1162 Court St NE
Salem OR 97301
VIA FAX NO. 503-373-7067

U.S. Trustee's Office

U.S. Trustee
405 East 8th Ave., Ste. 1100
Eugene, OR 97401
Via Fax: 541-465-6335

Electronic Mail:

The foregoing was served on all
CM/ECF participants through the
Court's Case Management/
Electronic Case File system.